

LARSON & STEPHENS
810 S. Casino Center Blvd., Suite 104
Las Vegas, Nevada 89101
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E-File: November 17, 2009

Zachariah Larson, Esq. (NV Bar No. 7787)
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Attorneys for Debtors and
Debtors in Possession

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re:

THE RHODES COMPANIES, LLC, aka
"Rhodes Homes, et al.,¹
Debtors.

Case No.: BK-S-09-14814-LBR
(Jointly Administered)

Chapter 11

Hearing Date: December 17 2009
Hearing Time: 9:30 a.m.
Courtroom 1

Affects:

- ☐ All Debtors
☒ Affects the following Debtor(s):
Rhodes Design and Development
Corporation
Rhodes Ranch General Partnership
Tuscany Acquisitions

¹ The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No. 09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gung-Ho Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners, A Nevada Limited Partnership (Case No. 09-14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc. (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-14841); C & J Holdings, Inc. (Case No. 09-14843);

**DEBTORS' SEVENTH OMNIBUS OBJECTION TO CLAIMS PURSUANT TO
SECTION 502(b) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 3003
AND 3007 [MISCLASSIFIED CLAIMS];
DECLARATION OF PAUL D. HUYGENS IN SUPPORT THEREOF**

The above-captioned debtors and debtors in possession (collectively, the "Debtors") hereby object (the "Seventh Omnibus Objection") to each of the claims (the "Misclassified Claims"), identified herein on **Exhibit A**, pursuant to section 502(b) of title 11 of the United States Code (the "Bankruptcy Code") and Rules 3003 and 3007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and request the entry of an order (the "Order") reclassifying the Misclassified Claims as unsecured claims.² In support of this Seventh Omnibus Objection, the Debtors rely on the *Declaration of Paul D. Huygens in Support of Debtors' Seventh Omnibus Objection to Claims [Misclassified Claims]*, attached hereto. In further support of this Seventh Omnibus Objection, the Debtors respectfully represent as follows:

BACKGROUND

1. On March 31, 2009, the above-captioned Debtors (the "Primary Filers"), except Tuscany Golf Country Club, LLC, Pinnacle Grading, LLC, and Rhodes Homes Arizona, LLC (the "Secondary Filers"), filed voluntary petitions for relief under chapter 11 of title 11 of the Bankruptcy Code. On April 1, 2009, the Secondary Filers filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. All references to Petition Date herein shall mean March 31, 2009 for the Primary Filers or April 1, 2009 for the Secondary Filers, as applicable. The Debtors are continuing in possession of their property and are operating and managing their businesses, as debtors in possession, pursuant to sections 1107 and 1108 of the Bankruptcy Code.

Rhodes Ranch General Partnership (Case No. 09-14844); Rhodes Design and Development Corporation (Case No. 09-14846); Parcel 20, LLC (Case No. 09-14848); Tuscany Acquisitions IV, LLC (Case No. 09-14849); Tuscany Acquisitions III, LLC (Case No. 09-14850); Tuscany Acquisitions II, LLC (Case No. 09-14852); Tuscany Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch Golf and Country Club, LLC (Case No. 09-14854); Overflow, LP (Case No. 09-14856); Wallboard, LP (Case No. 09-14858); Jackknife, LP (Case No. 09-14860); Batcave, LP (Case No. 09-14861); Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14865); Tick, LP (Case No. 09-14866); Rhodes Arizona Properties, LLC (Case No. 09-14868); Rhodes Homes Arizona, L.L.C. (Case No. 09-14882); Tuscany Golf Country Club, LLC (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).

² The Debtors reserve the right to file additional omnibus objections, whether on substantive or non-substantive grounds, to any and all other claims filed against their estates.

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RELIEF REQUESTED

2. By and through this Seventh Omnibus Objection, the Debtors seek entry of an order, pursuant to section 502(b) of the Bankruptcy Code and Bankruptcy Rules 3003 and 3007, reclassifying the Misclassified Claims set forth on **Exhibit A**, in the same amount, but as general unsecured claims rather than secured claims.

OBJECTION

3. The Misclassified Claims purport to assert a security interest in property of the Debtors' estates. There is no evidence that these claims are secured by property of the estates. The Debtors have examined the proofs of claim, their books and records, as well as title reports run on property of the estates and have ascertained that the Misclassified Claims are general unsecured claims. The Debtors do not dispute the amounts asserted in the Misclassified Claims.

4. Bankruptcy Code section 506(a) states that a claim is secured only to the extent of a creditor's interest in estate property and is otherwise unsecured. 11 U.S.C § 506(a). As a threshold matter, consideration of whether a particular claim qualifies as a "secured claim" within the meaning of 506(a) begins with the examination of whether the claim is actually "secured," meaning whether it carries with it any special collection right with respect to specific items of property owned by the bankruptcy estate. 4 *Collier On Bankruptcy*, §506.03 (*Resnick & Sommer eds.*, 15 ed. rev.) Thereafter, the amount of the creditor's claim, as compared to the value of the creditor's collateral (i.e. whether the claim is "oversecured" or "undersecured") is analyzed in order to determine the extent to which the creditor's claim is to be treated as secured for the purposes of the Bankruptcy Code. *Id.* In the case of the Misclassified Claims, the claims are not secured as they are not secured by a lien on the Debtors' property as confirmed by title reports.

CONCLUSION

5. The Debtors object to the allowance of the Misclassified Claims for the reasons stated herein, and the Debtors hereby move this Court for an Order reclassifying each of the Misclassified Claims as general unsecured claims (in the same amount).

NOTICE

6. Notice of this objection has been provided to (i) the Office of the United States Trustee, (ii) counsel to the Creditors' Committee, (iii) each holder of a Misclassified Claim to which the Debtors are objecting in this Fifth Omnibus Objection in accordance with the addresses provided in the proof of claim for such Misclassified Claim, (iv) each person or entity that has filed a notice of appearance and request for special notice, and (v) other required parties pursuant to the Court's case management order entered in these cases. The Debtors submit that in light of the nature of the relief requested herein, no other or further notice is required.

7. Pursuant to Bankruptcy Rule 3007, the Debtors have provided all claimants affected by the Seventh Omnibus Objection with at least thirty (30) days' notice of the hearing on the Omnibus Objection.

WHEREFORE, the Debtors respectfully request that the Court enter an Order, substantially in the form attached hereto as **Exhibit C**, reclassifying each of the Misclassified Claims as general unsecured claims, and granting such other and further relief as the Court deems just and proper under the circumstances of these chapter 11 cases.

DATED this 17th day of November, 2009.

LARSON & STEPHENS

/s/ Zachariah Larson, Esq.
 Zachariah Larson, Bar No. 7787
 Kyle O. Stephens, Bar No. 7928
 810 S. Casino Center Blvd., Suite 104
 Las Vegas, NV 89101
 702/382-1170
 Attorneys for Debtors and Debtors in
 Possession

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**DECLARATION OF PAUL D. HUYGENS IN SUPPORT OF DEBTORS' SEVENTH
OMNIBUS OBJECTION TO CLAIMS [MISCLASSIFIED CLAIMS]**

I, Paul D. Huygens, declare as follows:

1. I am the Senior Vice President of Special Projects of the above-captioned debtors and debtors in possession (the "Debtors"). The facts set forth in this Declaration are personally known to me and, if called as a witness, I could and would testify thereto.

2. This declaration is submitted in support of the *Debtors' Seventh Omnibus Objection to Claims Pursuant to Section 502(b) of the Bankruptcy Code and Bankruptcy Rules 3003 and 3007 [Misclassified Claims]*. (the "Seventh Omnibus Objection").

3. I am one of the persons responsible for overseeing the claims reconciliation and objection process in the Debtors' chapter 11 cases. I have read the Debtors' Seventh Omnibus Objection and am directly, or by and through my personnel or agents, familiar with the information contained therein.

4. The claims and attached information and documentation were carefully reviewed and analyzed in good faith, and the Debtors' books and records were referenced for additional support, utilizing due diligence by appropriate personnel of the Debtors. These efforts have resulted in the identification of the disputed "Misclassified Claims," as identified in **Exhibit A** to the Seventh Omnibus Objection. True and correct copies of the proofs of claim of the Misclassified Claims are attached as **Exhibit B** to the Seventh Omnibus Objection. I have personally reviewed each of the Misclassified Claims.

5. To the best of my knowledge, information and belief, the Misclassified Claims are not valid secured claims against the Debtors. The Misclassified Claims purport to assert a security interest in property of the Debtors' estates. There is no evidence that these claims are secured by property of the estates. The Debtors have examined the proofs of claim, their books and records, as well as title reports run on property of the estates and have ascertained that the Misclassified Claims are general unsecured claims. The Debtors do not dispute the amounts asserted in the Misclassified Claims.

I declare under penalty of perjury pursuant to 28 U.S.C. § 1746 that the foregoing is true and correct to the best of my knowledge, information, and belief.

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Las Vegas, Nevada 89101
Tel: (702) 382-1170 Fax: (702) 382-1169

Executed this 17th day of November, 2009, at Las Vegas, Nevada.

/s/ Paul D. Huygens

Paul D. Huygens

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EXHIBIT A

LARSON & STEPHENS
810 S. Casino Center Blvd., Suite 104
Las Vegas, Nevada 89101
Tel: (702) 382-1170 Fax: (702) 382-1169

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EXHIBIT A**To Seventh Omnibus Objection to Claims
[Misclassified]**

| Claim No. | Claimant Name | Filed in Debtor Case | Claim Amount Secured | Claimed Amount Unsecured | Claimed Amount Priority | Total Claimed Amount | Modified Amount Secured | Modified Amount Priority | Modified Amount Unsecured | Total Modified Amount | Proposed Treatment/Disposition |
|------------------|--|-----------------------------|-----------------------------|---------------------------------|--------------------------------|-----------------------------|--------------------------------|---------------------------------|----------------------------------|------------------------------|--|
| 127 | SAN GABRIEL CONSTRUCTION ATTN: ERIC GARCIA 9435 W. TROPICANA SUITE 102 PMB 157 LAS VEGAS, NV 89147 | 09-14846 | 3,725.52 | 1,200.88 | | 4,926.40 | | | 4,926.40 | 4,926.40 | Reclassify as a general unsecured claim in the modified amount |
| 7 | TOWER BUILDERS, LLC ATTN: BRUCE BIRT 3656 N. RANCHO DR. #101 LAS VEGAS, NV 89130 | 09-14853 | 540.40 | | | 540.40 | | | 540.40 | 540.40 | Reclassify as a general unsecured claim in the modified amount |

EXHIBIT B

LARSON & STEPHENS
810 S. Casino Center Blvd., Suite 104
Las Vegas, Nevada 89101
Tel: (702) 382-1170 Fax: (702) 382-1169

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B 10 (Official Form 10) (12/08)

NS-846-354622

| UNITED STATES BANKRUPTCY COURT DISTRICT OF NEVADA | | PROOF OF CLAIM |
|--|--|--|
| Name of Debtor: <u>Rhodes Design and Development Corp.</u> Case Number: <u>09-14846</u> | | <input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: (if known) Filed on: / / <input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case. |
| Note: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503. | | |
| Name of Creditor (the person or other entity to whom the debtor owes money or property): SAN GABRIEL CONSTRUCTION | | |
| Name and address where notices should be sent: SAN GABRIEL CONSTRUCTION 9435 W. TROPICANA SUITE 102 PMB 157 102 PMB 157 LAS VEGAS, NV 89147 | | |
| Telephone Number: <u>702-210-1057</u> | | |
| Name and address where payment should be sent (if different from above): Name: <u>San Gabriel Construction</u> Address 1: <u>9435 W. Tropicana Ave, #102 PMB 157 Las Vegas NV, 89147</u> Address 2: _____ Address 3: _____ Address 4: _____ Address 5: _____ Telephone Number: _____ | | |
| 1. Amount of Claim as of Date Case Filed: \$ 472640 If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or charges. | | |
| 2. Basis for Claim Painted Project (See instruction #2 on reverse side) | | |
| 3. Last four digits of any number by which creditor identifies debtor: 1057 3a. Debtor may have scheduled account as: (See instruction #3a on reverse side.) | | |
| 4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: Value of property: \$ 372552 Annual Interest Rate: _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ 120688 Basis for perfection: _____ <div style="display: flex; justify-content: space-between;"> Amount of Secured Claim: \$ 372552 Amount Unsecured: 120688 </div> | | Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(_____) |
| 6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. 7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain: | | Amount entitled to priority: \$ <small>* Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small> |
| Date: 08/14/2009 Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. Title: <u>GENERAL MANAGER</u> Printed Name: <u>ERIC GARCIA</u> Signature: <u>[Signature]</u> | | THIS SPACE IS FOR COURT USE ONLY <div style="text-align: center; font-weight: bold; font-size: 1.2em;">FILED</div> <div style="text-align: center; font-weight: bold; font-size: 1.2em;">AUG 25 2009</div> <div style="text-align: center;">By Omni Management Group, Claims Agent For U.S. Bankruptcy Court District of Nevada</div> |

Penalty for presenting fraudulent claim:

Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

11/13/09

| Invoice | Invoice Date | Payment Date | Description | Amount | Discount Offered | Amount Paid | Balance | Open Retainage |
|--------------|--------------------------|--------------|-----------------------|---------------------|------------------|---------------------|---------------------|----------------|
| 19326 | San Gabriel Construction | | | | | | | |
| 3003 | 03-26-2009 | 04-25-2009 | paint planter | 500.00 | | .00 | 500.00 | |
| 6353 | 04-05-2009 | 05-05-2009 | RR Park Painting | 1,170.00 | | .00 | 2,170.00 | |
| 20041 | 09-07-2007 | 10-07-2007 | paint courtyard Walls | 2,730.00 | | 2,457.00 | 273.00 | 273.00 |
| 24520 | 03-20-2009 | 04-19-2009 | x-it lot 1111 | 160.00 | | .00 | 160.00 | |
| 24521 | 03-20-2009 | 04-19-2009 | x-it lot 1141 | 320.00 | | .00 | 320.00 | |
| 24522 | 03-20-2009 | 04-19-2009 | x-it lot 1082 | 320.00 | | .00 | 320.00 | |
| 24523 | 03-20-2009 | 04-19-2009 | x-it lot 1150 | 320.00 | | .00 | 320.00 | |
| 24524 | 03-20-2009 | 04-19-2009 | x-it lot 1162 | 200.00 | | .00 | 200.00 | |
| 24525 | 03-20-2009 | 04-19-2009 | x-it lot 1149 | 200.00 | | .00 | 200.00 | |
| 24526 | 03-20-2009 | 04-19-2009 | x-it lot 1097 | 320.00 | | .00 | 320.00 | |
| 24527 | 03-20-2009 | 04-19-2009 | x-it lot 1103 | 320.00 | | .00 | 320.00 | |
| 24528 | 03-20-2009 | 04-19-2009 | x-it lot 1128 | 160.00 | | .00 | 160.00 | |
| 24531 | 03-20-2009 | 04-19-2009 | x-it lot 1136 | 200.00 | | .00 | 200.00 | |
| 24532 | 03-20-2009 | 04-19-2009 | x-it lot 1178 | 320.00 | | .00 | 320.00 | |
| 24533 | 03-20-2009 | 04-19-2009 | x-it lot 1163 | 160.00 | | .00 | 160.00 | |
| 24534 | 03-20-2009 | 04-19-2009 | x-it lot 1115 | 200.00 | | .00 | 200.00 | |
| 24539 | 03-20-2009 | 04-19-2009 | x-it lot 1127 | 320.00 | | .00 | 320.00 | |
| 30010 | 09-07-2007 | 10-07-2007 | Stucco Walls | 5,559.00 | | 5,003.10 | 555.90 | 555.90 |
| 037253 | 12-19-2007 | 01-18-2008 | BC Fiori Lot 151 | 82.50 | | .00 | 82.50 | |
| 248530 | 03-20-2009 | 04-19-2009 | x-it lot 1167 | 160.00 | | .00 | 160.00 | |
| Vendor Total | | | | 13,556.50* | .00* | 7,460.10* | 6,096.40* | 828.90* |
| Report Total | | | | 13,556.50* | .00* | 7,460.10* | 6,096.40* | 828.90* |

Total \$4,926.40

Bankruptcy

www.omnimgt.com/rhodes

866-989-6144

General liability
Clark county
NV contractors

873-5129 fax

X-77 Kousher 310-749-5391
TEG

APN # 16320417001/178

Recording Requested by and Return To:

Vista Paint Corporation

2020 E Orangethorpe Ave.

Fullerton, CA 92831-5327

Receipt/Conformed Copy

Requestor:

VISTA PAINT CORPORATION

02/17/2009 15:17:58 T20090052849

Book/Instr: 20090217-0004532

Lien Page Count: 1

Fees: \$14.00 N/C Fee: \$0.00

NOTICE OF LIEN

Debbie Conway
Clark County Recorder

The undersigned claims a lien upon the property described in this notice for work, or equipment furnished or to be furnished for the improvement of the property:

1. The amount of the original contract is: \$ 5000.00
2. The total amount of all additional or changed work, materials and equipment, if any, is: \$3,725.52
3. The total amount of all payments received to date is: \$ 0.00
4. The amount of the lien, after deducting all just credits and offsets, is: \$ 3,725.52
5. The name of the owner, if known, of the property is: Rhodes Design & Development, 4730 S. Fort Apache Rd., # 300, Las Vegas, NV 89147
6. The name of the person by whom the lien claimant was employed or to whom the lien claimant furnished or agreed to furnish work, materials or equipment is: SGC Inc. DBA San Gabriel Inc., 9435 W. Tropicana Ave. # 102 PMB 157, Las Vegas, NV 89147
7. A brief statement of the terms of payment of the lien claimant's contract is: 2% 10th PROX EOM
8. A description of the property to be charged with the lien is the X-IT project, located at 9050 W. Tropicana Ave, Spring Valley, NV 89147 Assessors or Property Parcel Numbers 16320417001/178 in the County of Clark, NV.

By: Steven Tetreault
Steven Tetreault District Manager-NV

County of Clark)

Steven Tetreault (print name), being first duly sworn on oath according to law, deposes and says:

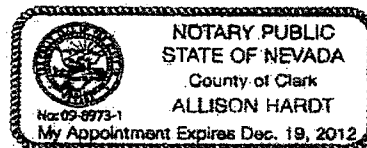
I have read the foregoing Notice of Lien, know the contents thereof and state that the same is true of my own personal knowledge, except those matters stated upon information and belief, and, as to those matters, I believe them to be true.

Subscribed and sworn to before me this

17th day of the month of February of the year 2009

Allison Hardt
(Notary Public in and for the County and State)

Steven Tetreault
(Authorized Signature of Lien Claimant)



S.G.C Inc./dba
San Gabriel Construction

Request for change order

9435 W. Tropicana Ave. #102, PMB 157
Las Vegas, NV 89147
Phone 702.837.3583 Fax 702.798.1150

DATE: MARCH 4, 2009

TO: RHODES HOMES
(702)873-5338

FOR: X-IT
9050 W. Tropicana Ave.
Las Vegas , NV

| DESCRIPTION | AMOUNT |
|---|-----------------|
| Exterior paint touch up on stucco patches and wash off \$40.00 a pc. # 25 – 5 units | \$200.00 |
| TOTAL | \$200.00 |

Make all checks payable to S.G.C. INC. DBA San Gabriel Construction

Thank you for your business!

S.G.C Inc./dba
San Gabriel Construction

9435 W. Tropicana Ave. #102, PMB 157
Las Vegas, NV 89147
Phone 702.837.3583 Fax 702.798.1150

TO: RHODES HOMES
(702)873-5338

Request for change order

DATE: MARCH 4, 2009

FOR: X-IT
9050 W. Tropicana Ave.
Las Vegas , NV

| DESCRIPTION | AMOUNT |
|---|-----------------|
| Exterior paint touch up on stucco patches and wash off \$40.00 a pc. # 20 - 5 units | \$200.00 |
| TOTAL | \$200.00 |

Make all checks payable to S.G.C. INC. DBA San Gabriel Construction
Thank you for your business!

S.G.C Inc./dba
San Gabriel Construction

9435 W. Tropicana Ave. #102, PMB 157
Las Vegas, NV 89147
Phone 702.837.3583 Fax 702.798.1150

Request for change order

DATE: MARCH 4, 2009

TO: RHODES HOMES
(702)873-5338

FOR: X-IT
9050 w. Tropicana Ave.
Las Vegas , NV

| DESCRIPTION | AMOUNT |
|---|-----------------|
| Exterior paint touch up on stucco patches and wash off \$40.00 a pc. # 28 - 4 units | \$160.00 |
| TOTAL | \$160.00 |

Make all checks payable to S.G.C. INC. DBA San Gabriel Construction
Thank you for your business!

S.G.C Inc./dba
San Gabriel Construction

9435 W. Tropicana Ave. #102, PMB 157
Las Vegas, NV 89147
Phone 702.837.3583 Fax 702.798.1150

TO: RHODES HOMES
(702)873-5338

Request for change order

DATE: MARCH 4, 2009

FOR: X-IT
9050 W. Tropicana Ave.
Las Vegas , NV

| DESCRIPTION | AMOUNT |
|---|-----------------|
| Exterior paint touch up on stucco patches and wash off \$40.00 a pc. # 22 - 4 units | \$160.00 |
| TOTAL | \$160.00 |

Make all checks payable to S.G.C. INC. DBA San Gabriel Construction
Thank you for your business!

S.G.C Inc./dba
San Gabriel Construction

9435 W. Tropicana Ave. #102, PMB 157
Las Vegas, NV 89147
Phone 702.837.3583 Fax 702.798.1150

TO: RHODES HOMES
(702)873-5338

Request for change order

DATE: MARCH 4, 2009

FOR: X-IT
9050 W. Tropicana Ave.
Las Vegas , NV

| DESCRIPTION | AMOUNT |
|---|-----------------|
| Exterior paint touch up on stucco patches and wash off \$40.00 a pc. # 19 - 4 units | \$160.00 |
| TOTAL | \$160.00 |

Make all checks payable to S.G.C. INC. DBA San Gabriel Construction
Thank you for your business!

S.G.C Inc./dba
San Gabriel Construction

9435 W. Tropicana Ave. #102, PMB 157
Las Vegas, NV 89147
Phone 702.837.3583 Fax 702.798.1150

Request for change order

DATE: MARCH 4, 2009

TO: RHODES HOMES
(702)873-5338

FOR: X-IT
9050 w. Tropicana Ave.
Las Vegas , NV

| DESCRIPTION | AMOUNT |
|---|-----------------|
| Exterior paint touch up on stucco patches and wash off \$40.00 a pc. # 18 - 8 units | \$320.00 |
| TOTAL | \$320.00 |

Make all checks payable to S.G.C. INC. DBA San Gabriel Construction
Thank you for your business!

S.G.C Inc./dba
San Gabriel Construction

9435 W. Tropicana Ave. #102, PMB 157
Las Vegas, NV 89147
Phone 702.837.3583 Fax 702.798.1150

Request for change order

DATE: MARCH 4, 2009

TO: RHODES HOMES
(702)873-5338

FOR: X-IT
9050 w. Tropicana Ave.
Las Vegas , NV

| DESCRIPTION | AMOUNT |
|---|-----------------|
| Exterior paint touch up on stucco patches and wash off \$40.00 a pc. # 26 – 8 units | \$320.00 |
| TOTAL | \$320.00 |

Make all checks payable to S.G.C. INC. DBA San Gabriel Construction
Thank you for your business!

S.G.C Inc./dba
San Gabriel Construction

9435 W. Tropicana Ave. #102, PMB 157
Las Vegas, NV 89147
Phone 702.837.3583 Fax 702.798.1150

TO: RHODES HOMES
(702)873-5338

Request for change order

DATE: MARCH 4, 2009

FOR: X-IT
9050 W. Tropicana Ave.
Las Vegas, NV

| DESCRIPTION | AMOUNT |
|---|-----------------|
| Exterior paint touch up on stucco patches and wash off \$40.00 a pc. # 17 - 5 units | \$200.00 |
| TOTAL | \$200.00 |

Make all checks payable to S.G.C. INC. DBA San Gabriel Construction
Thank you for your business!

S.G.C Inc./dba
San Gabriel Construction

9435 W. Tropicana Ave. #102, PMB 157
Las Vegas, NV 89147
Phone 702.837.3583 Fax 702.798.1150

TO: RHODES HOMES
(702)873-5338

Request for change order

DATE: MARCH 4, 2009

FOR: X-IT
9050 W. Tropicana Ave.
Las Vegas , NV

| DESCRIPTION | AMOUNT |
|--|-----------------|
| Exterior paint touch up on stucco patches and wash off \$40.00 a pc. #27 - 5 units | \$200.00 |
| TOTAL | \$200.00 |

Make all checks payable to S.G.C. INC. DBA San Gabriel Construction
Thank you for your business!

S.G.C Inc./dba
San Gabriel Construction

9435 W. Tropicana Ave. #102, PMB 157
Las Vegas, NV 89147
Phone 702.837.3583 Fax 702.798.1150

Request for change order

DATE: MARCH 4, 2009

TO: RHODES HOMES
(702)873-5338

FOR: X-IT
9050 W. Tropicana Ave.
Las Vegas , NV

| DESCRIPTION | AMOUNT |
|---|-----------------|
| Exterior paint touch up on stucco patches and wash off \$40.00 a pc. # 23 - 5 units | \$200.00 |
| TOTAL | \$200.00 |

Make all checks payable to S.G.C. INC. DBA San Gabriel Construction
Thank you for your business!

Request for change order

9435 W. Tropicana Ave. #102, PMB 157
Las Vegas, NV 89147
Phone 702.837.3583 Fax 702.798.1150

DATE: MARCH 4, 2009

TO: RHODES HOMES
(702)873-5338

FOR: X-IT
9050 w. Tropicana Ave.
Las Vegas , NV

| DESCRIPTION | AMOUNT |
|--|----------|
| Exterior paint touch up on stucco patches and wash off \$40.00 a pc. #15 – 8 units | \$320.00 |
| TOTAL | \$320.00 |

Make all checks payable to S. G. C. INC. DBA San Gabriel Construction

Thank you for your business!

S.G.C Inc./dba
San Gabriel Construction

9435 W. Tropicana Ave. #102, PMB 157
Las Vegas, NV 89147
Phone 702.837.3583 Fax 702.798.1150

Request for change order

DATE: MARCH 4, 2009

TO: RHODES HOMES
(702)873-5338

FOR: X-IT
9050 W. Tropicana Ave.
Las Vegas , NV

| DESCRIPTION | AMOUNT |
|---|-----------------|
| Exterior paint touch up on stucco patches and wash off \$40.00 a pc. # 29 – 4 units | \$160.00 |
| TOTAL | \$160.00 |

Make all checks payable to S.G.C. INC. DBA San Gabriel Construction
Thank you for your business!

S.G.C Inc./dba
San Gabriel Construction

Request for change order

9435 W. Tropicana Ave. #102, PMB 157
Las Vegas, NV 89147
Phone 702.837.3583 Fax 702.798.1150

DATE: MARCH 4, 2009

TO: RHODES HOMES
(702)873-5338

FOR: X-IT
9050 w. Tropicana Ave.
Las Vegas , NV

| DESCRIPTION | AMOUNT |
|--|-----------------|
| Exterior paint touch up on stucco patches and wash off \$40.00 a pc. #30 - 8 units | \$320.00 |
| TOTAL | \$320.00 |

Make all checks payable to S.G.C. INC. DBA San Gabriel Construction
Thank you for your business!

| UNITED STATES BANKRUPTCY COURT | | DISTRICT OF NEVADA | | PROOF OF CLAIM | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| Name of Debtor: Tuscany Acquisitions, LLC | | | Case Number: 09-14853 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Name of Creditor (The person or other entity to whom the debtor owes money or property): Tower Builders LLC | | | <input type="checkbox"/> Check box to indicate that this claim amends a previously filed claim. Court Claim Number: <table border="1"><tr><td></td><td></td><td></td><td></td><td></td></tr></table> (If known) Filed On: <table border="1"><tr><td></td><td></td><td></td><td></td><td></td></tr></table> / <table border="1"><tr><td></td><td></td><td></td><td></td><td></td></tr></table> <input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach a copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| Name and address where notices should be sent: 3656 N. Rancho Dr. #101 Las Vegas, NV 89130 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| TEL: (702) 657-8257 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Name and address where payment should be sent (if different from above): Name: Tower Builders LLC Address 1: 3656 N. Rancho Dr. #101 Address 2: Las Vegas, NV 89130 Address 3: _____ Address 4: _____ Address 5: _____ TEL: (702) 657-8257 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Carefully read instructions included with this Proof of Claim before completing. In order to have your claim considered for payment and/or voting purposes, complete ALL applicable questions. The original of this Proof of Claim must be sent to: The Rhodes Companies, LLC, c/o Omni Management Group, LLC, 16161 Ventura Boulevard, Suite C, PMB 477, Encino, CA 91436-2522. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1. Amount of Claim as of Date Case Filed: \$ <table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table> 540.40 | | | | | | | | | | | | | 5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or charges. | | | Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under - 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) _____. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2. Basis for Claim <table border="1"><tr><td>S</td><td>E</td><td>R</td><td>V</td><td>I</td><td>C</td><td>E</td><td>S</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table> (See instruction #2 on reverse side) | | | S | E | R | V | I | C | E | S | | | | | | | | | | | | | Amount entitled to priority: \$ <table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table> . <table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td></tr></table> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| S | E | R | V | I | C | E | S | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| 3. Last four digits of any number by which creditor identifies debtor: <table border="1"><tr><td></td><td></td><td></td><td></td></tr></table> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| 3a. Debtor may have scheduled account as: <table border="1"><tr><td>R</td><td>H</td><td>O</td><td>D</td><td>E</td><td>S</td><td></td><td></td><td></td><td></td></tr></table> (See instruction #3a on reverse side.) | | | R | H | O | D | E | S | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| R | H | O | D | E | S | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 4. Secured Claim. (See instruction #4 on reverse side.) <input checked="" type="checkbox"/> Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other Describe: <table border="1"><tr><td>S</td><td>V</td><td>C</td><td>S</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table> Value of Property: \$ <table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table> 540.40 Annual Interest Rate: 0 % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ <table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table> 540.40 Basis for perfection: _____ <table border="1"><tr><td colspan="10">Amount Secured</td><td colspan="10">Amount Unsecured</td></tr><tr><td colspan="10"><table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table> 540.40</td><td colspan="10"><table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table> 0.00</td></tr></table> | | | S | V | C | S | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | Amount Secured | | | | | | | | | | Amount Unsecured | | | | | | | | | | <table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table> 540.40 | | | | | | | | | | | | | | | | | | | | <table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table> 0.00 | | | | | | | | | | | | | | | | | | | | | | |
| S | V | C | S | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| Amount Secured | | | | | | | | | | Amount Unsecured | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table> 540.40 | | | | | | | | | | | | | | | | | | | | <table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table> 0.00 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| 6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain: | | | THIS SPACE IS FOR COURT USE ONLY | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Date 05/29/2009 Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. Signature Bruce Birt <table border="1"><tr><td>B</td><td>R</td><td>U</td><td>C</td><td>E</td><td>B</td><td>I</td><td>R</td><td>T</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table> Printed Name <table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table> | | | B | R | U | C | E | B | I | R | T | | | | | | | | | | | | | | | | | | | | | | FILED JUN 03 2009 By Omni Management Group, Claims A For U.S. Bankruptcy Court District of Nevada | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| Title CFO <table border="1"><tr><td>C</td><td>F</td><td>O</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table> | | | C | F | O | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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B10 (Official Form 10) (12/08)

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules.

Items to be completed in Proof of Claim Form (if not already filled in)**Court, Name of Debtor, and Case Number:**

Fill in the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002 (g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health information. You may be required to provide additional disclosure if the trustee or another party in interest files an objection to your claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4. Secured Claim:

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state the annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a):

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS**Debtor**

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor that arose on or before the date of the bankruptcy filing.

Claim

A claim is the creditor's right to receive payment on a debt owed by the debtor that arose on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. §506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to the other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION**Acknowledgment of Filing of Claim**

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system (www.pacer.psc.uscourts.gov) for a small fee to view your filed proof of claim.

Offer to Purchase Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. §101 et seq.), and any applicable orders of the bankruptcy court.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re:

Chapter 11

TUSCANY ACQUISITIONS, LLC
Tax I.D. No. 20-2700206

Case No. BK-S-09-14853-LBR

Debtor.
_____ /

**NOTICE OF CHAPTER 11 BANKRUPTCY CASE, MEETING OF CREDITORS,
AND DEADLINES**

A chapter 11 bankruptcy case was filed concerning the debtor(s) listed above on March 31, 2009.

You may be a creditor of the debtor. **This notice lists important deadlines.** You may want to consult an attorney to protect your rights. All documents filed in this case may be viewed at the bankruptcy clerk's office at the address listed on this Notice. The dockets and imaged case documents may also be viewed electronically at www.nvb.uscourts.gov or at <https://ecf.nvb.uscourts.gov> under the lead case: **The Rhodes Companies, LLC, case number 09-14814**. To register for a PACER login and password, call 1-800-676-6856 or go online at <http://pacer.uscourts.gov>.

NOTE: The staff of the bankruptcy clerk's office cannot give legal advice. See additional information enclosed on the page of this Notice entitled "Explanations."

Attorney for Debtor(s) (name and address):

ZACHARIAH LARSON
LARSON & STEPHENS
810 S. CASINO CENTER BLVD., SUITE 104
LAS VEGAS, NV 89101
Telephone number: (702) 382-1170

PACHULSKI STANG ZIEHL & JONES LLP
10100 SANTA MONICA BLVD., 11th FLOOR
LOS ANGELES, CA 90067-4100
Telephone Number: (310) 277-6910

Meeting of Creditors

DATE: May 7, 2009

TIME: 3:00 PM

LOCATION: Foley Federal Building and U.S. Courthouse
300 Las Vegas Blvd., South, Room 1500 Las Vegas, NV 89101

Creditor with a Foreign Address:

See additional information enclosed on the page of this Notice entitled "Explanations," under the paragraph named "Meeting of Creditors."

Deadlines to File a Proof of Claim

For all creditors (except a governmental unit): **90 days after the date first set at the meeting of creditors.**

For a governmental unit: **180 days after the date of the order for relief.**

See additional information on the page of this Notice entitled "Explanations," under the paragraph named "Claims." All claims should be mailed to the Claims Agent listed below. If you wish to receive an acknowledgment of the receipt of your claim, you must provide an extra copy of the claim and a self-addressed stamped envelope.

Mail completed Proof of Claim forms to **Claims Agent for Debtor:**

Heritage Land Company, LLC
c/o Omni Management Group, LLC
16161 Ventura Blvd., Suite C
PMB 477
Encino, CA 91436
Telephone Number: (866) 989-6144

DO NOT FILE PROOF OF CLAIM FORMS WITH THE COURT.

Creditors May Not Take Certain Actions:

In most instances, the filing of the bankruptcy case automatically stays certain collection and other actions against the debtor and the property. Under certain circumstances, the stay may be limited to 30 days or not exist at all, although the debtor can request that the court impose a stay. If you attempt to collect a debtor or take other action in violation of the Bankruptcy Code, you may be penalized. Consult a lawyer to determine your rights in this case.

Address of the Bankruptcy Clerk's Office:

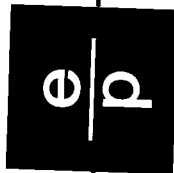
U.S. Bankruptcy Court
300 Las Vegas Blvd., South
Las Vegas, NV 89101
Telephone Number: (702) 388-6257
Hours Open: Monday - Friday 9:00 AM - 4:00 PM

EXPLANATIONS

| | |
|--|---|
| Filing of Chapter 11 Bankruptcy Case | A bankruptcy case under Chapter 11 of the Bankruptcy Code (title 11, United States Code) has been filed in this court by or against the debtor(s) listed in this Notice, and an order for relief has been entered. Chapter 11 allows a debtor to reorganize or liquidate pursuant to a plan. A plan is not effective unless confirmed by the court. You may be sent a copy of the plan and a disclosure statement telling you about the plan, and you might have the opportunity to vote on the plan. You will be sent notice of the date of the confirmation hearing, and you may object to the confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtor will remain in possession of the debtor's property and may continue to operate any business. |
| Legal Advice | The staff of the bankruptcy clerk's office cannot give legal advice. Consult a lawyer to determine your rights in this case. |
| Creditors Generally May Not Take Certain Actions | Prohibited collection actions are listed in Bankruptcy Code § 362. Common examples of prohibited actions include contacting the debtor by telephone, mail, or otherwise to demand repayment; taking actions to collect money or obtain property from the debtor; repossessing the debtor's property; and starting or continuing lawsuits or foreclosures. Under certain circumstances, the stay may be limited to 30 days or not exist at all, although the debtor can request the court to extend or impose a stay. |
| Meeting of Creditors | A meeting of creditors is scheduled for the date, time, and location listed in this Notice. <i>The debtor's representative must be present at the meeting to be questioned under oath by the trustee and by creditors.</i> Creditors are welcome to attend, but are not required to do so. The meeting may be continued and concluded under a later date without further notice. The court, after notice and a hearing, may order that the United States trustee not convene the meeting if the debtor has filed a plan for which the debtor solicited acceptances before filing the case. |
| Claims | A Proof of Claim is a signed statement describing a creditor's claim. If a Proof of Claim form is not included with this Notice, you can obtain one at any bankruptcy clerk's office or by downloading a Proof of Claim from the court's website at www.nvb.uscourts.gov . You may look at the schedules that have been or will be filed at the bankruptcy clerk's office (or view electronically at www.nvb.uscourts.gov and click on PACER). If your claim is scheduled and is not listed as disputed, contingent, or unliquidated, it will be allowed in the amount scheduled unless you filed a Proof of Claim or you are sent further notice about the claim. Whether or not your claim is scheduled, you are permitted to file a Proof of Claim. If your claim is not listed at all, or if your claim is listed as disputed, contingent, or unliquidated, then you must file a Proof of Claim by the "Deadline to File a Proof of Claim" found on this Notice or you might not be paid any money on your claim against the debtor in the bankruptcy case and may be unable to vote on a plan. A secured creditor retains rights in its collateral regardless of whether that creditor files a Proof of Claim. Filing a Proof of Claim submits the creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a Proof of Claim may surrender important nonmonetary rights, including the right to a jury trial. Filing Deadline for a Creditor with a Foreign Address: The deadlines for filing claims set forth in this Notice apply to all creditors. If this Notice has been mailed to a creditor at a foreign address, the creditor may file a motion requesting the court to extend the deadline. |
| Discharge of Debts | Confirmation of chapter 11 plan may result in discharge of debts, which may include all or part of your debt. See Bankruptcy Code § 1141(d). A discharge means that you may never try to collect the debt from the debtor, except as provided for in the plan. |

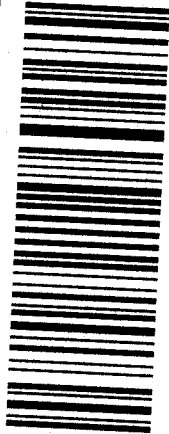
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| 1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 | <table><tr><td>Bankruptcy Clerk's Office</td><td>Unless otherwise noted, any paper that you file in this bankruptcy case should be filed at the bankruptcy clerk's office at the address listed in this Notice. You may inspect all papers filed, including the debtor's property and debts and the list of the property claimed as exempt, at the bankruptcy clerk's office.</td></tr><tr><td>Creditor with a Foreign Address</td><td>Consult a lawyer familiar with United States bankruptcy law if you have any questions regarding your rights in this case.</td></tr></table> | Bankruptcy Clerk's Office | Unless otherwise noted, any paper that you file in this bankruptcy case should be filed at the bankruptcy clerk's office at the address listed in this Notice. You may inspect all papers filed, including the debtor's property and debts and the list of the property claimed as exempt, at the bankruptcy clerk's office. | Creditor with a Foreign Address | Consult a lawyer familiar with United States bankruptcy law if you have any questions regarding your rights in this case. |
| Bankruptcy Clerk's Office | Unless otherwise noted, any paper that you file in this bankruptcy case should be filed at the bankruptcy clerk's office at the address listed in this Notice. You may inspect all papers filed, including the debtor's property and debts and the list of the property claimed as exempt, at the bankruptcy clerk's office. | | | | |
| Creditor with a Foreign Address | Consult a lawyer familiar with United States bankruptcy law if you have any questions regarding your rights in this case. | | | | |

Executive Plastering

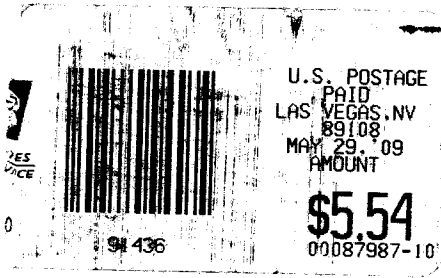


3630 N.Rancho Dr.Ste 101 • Las Vegas,NV 89130

CERTIFIED MAIL™

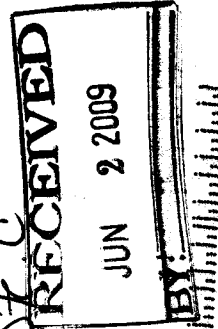


7008 2810 0002 2165 8831



Heritage Land Company LLC
c/o Omni Management Group LLC

10141 Ventura Blvd.
RETURN RECEIPT REQUESTED
PMB 477



914363232A0000, CA 91436

EXHIBIT C

LARSON & STEPHENS
810 S. Casino Center Blvd., Suite 104
Las Vegas, Nevada 89101
Tel: (702) 382-1170 Fax: (702) 382-1169

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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:

THE RHODES COMPANIES, LLC, aka
"Rhodes Homes, et al.,¹
Debtors.

Case No.: BK-S-09-14814-LBR
(Jointly Administered)

Chapter 11

Hearing Date: December 17 2009
Hearing Time: 9:30 a.m.
Courtroom 1

Affects:

- ☐ All Debtors
☒ Affects the following Debtor(s):

Rhodes Design and Development
Corporation
Rhodes Ranch General Partnership
Tuscany Acquisitions

**ORDER GRANTING DEBTORS' SEVENTH OMNIBUS OBJECTION TO CLAIMS
PURSUANT TO SECTION 502(b) OF THE BANKRUPTCY CODE AND
BANKRUPTCY RULES 3003 AND 3007
[MISCLASSIFIED CLAIMS] [DOCKET NO. _____]**

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, if applicable, are: Heritage Land Company, LLC (2918); The Rhodes Companies, LLC (3060); Rhodes Ranch General Partnership (1760); Tick, LP (0707); Glynda, LP (5569); Chalkline, LP (0281); Batcave, LP (6837); Jackknife, LP (6189); Wallboard, LP (1467); Overflow, LP (9349); Rhodes Ranch Golf and Country Club (9730); Tuscany Acquisitions, LLC (0206); Tuscany Acquisitions II, LLC (8693); Tuscany Acquisitions III, LLC (9777); Tuscany Acquisitions IV, LLC (0509); Parcel 20 LLC (5534); Rhodes Design and Development Corp. (1963); C&J Holdings, Inc. (1315); Rhodes Realty, Inc. (0716); Jarupa LLC (4090); Elkhorn Investments, Inc. (6673); Rhodes Homes Arizona, LLC (7248); Rhodes Arizona Properties, LLC (8738); Tribes Holdings LLC (4347); Six Feathers Holdings, LLC (8451); Elkhorn Partners, A Nevada Limited Partnership (9654); Bravo Inc. (2642); Gung-Ho Concrete, LLC (6966); Geronimo Plumbing, LLC (6897); Apache Framing, LLC (6352); Tuscany Golf Country Club, LLC (7132); Pinnacle Grading, LLC (4838).

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 810 S. Casino Center Blvd., Suite 104
 Las Vegas, Nevada 89101
 Tel: (702) 382-1170 Fax: (702) 382-1169

Upon consideration of the *Debtors' Seventh Omnibus Objection to Claims Pursuant to Section 502(b) of the Bankruptcy Code and Bankruptcy Rules 3003 and 3007 [Misclassified Claims]* [Docket No. ____] (the "Seventh Omnibus Objection"),² filed by above-captioned debtors and debtors in possession (collectively, the "Debtors"), requesting that the Court enter an order reclassifying Misclassified Claims as general unsecured claims as set forth in the Column marked "Proposed Treatment/Disposition" in **Exhibit A** attached hereto; and the Court having jurisdiction to consider the Seventh Omnibus Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having reviewed the Seventh Omnibus Objection; the Court hereby finds and determines that, pursuant to Rule 3007 of the Federal Rules of Bankruptcy Procedure, due and proper notice has been provided to the holders of the Misclassified Claims and all other parties entitled to notice; and no other or further notice is necessary; and the relief requested in the Seventh Omnibus Objection is in the best interests of the Debtors, their estates and creditors; and that the legal and factual bases set forth in the Seventh Omnibus Objection establishes just cause for the relief requested therein; therefore

IT IS HEREBY ORDERED THAT:

1. The Seventh Omnibus Objection is granted.
2. The claims identified on **Exhibit A** attached hereto are hereby and shall be reclassified as general unsecured claims as set forth in the column marked "Proposed Treatment/Disposition" in **Exhibit A**.
3. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Seventh Omnibus Objection.

APPROVED/DISAPPROVED:

DATED this ____ day of December 2009.

By: _____
UNITED STATES TRUSTEE
August B. Landis
Office of the United States Trustee
300 Las Vegas Blvd. S., Ste. 4300
Las Vegas, NV 89101

Submitted by:
DATED this 17th day of December 2009.

By: /s/ Zachariah Larson
LARSON & STEPHENS
Zachariah Larson, Esq. (NV Bar No 7787)
Kyle O. Stephens, Esq. (NV Bar No. 7928)
810 S. Casino Center Blvd., Ste. 104
Las Vegas, NV 89101
(702) 382-1170 (Telephone)
(702) 382-1169
zlarson@lslawnv.com
Attorneys for Debtors

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LR 9021 Certification

In accordance with LR 9021, counsel submitting this document certifies as follows (check one):

___ The court has waived the requirement of approval under LR 9021.

___ No parties appeared or filed written objections, and there is no trustee appointed in the case.

___ I have delivered a copy of this proposed order to all counsel who appeared at the hearing, any unrepresented parties who appeared at the hearing, and any trustee appointed in this case, and each has approved or disapproved the order, or failed to respond, as indicated below.

Submitted by:

DATED this 17th day of December, 2009.

By: /s/ Zachariah Larson

LARSON & STEPHENS

Zachariah Larson, Esq. (NV Bar No 7787)

Kyle O. Stephens, Esq. (NV Bar No. 7928)

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Attorneys for Debtors